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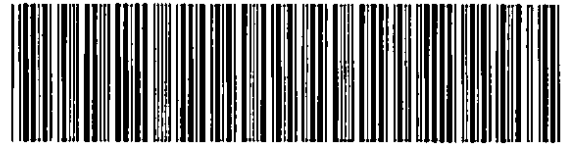
(Business Entity Name)

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2022 JAN 19 PM 3:16  
SECRETARY OF STATE  
TAMMASEE FLORIDA

FILED

Christopher J. DeCosta, Esquire\*  
Elias M. Mahshie, Esquire  
David K. Oaks, Esquire, Of Counsel\*\*  
Sven L. Smith, Esquire, Of Counsel

\*ALSO ADMITTED IN MA, N.J., RI  
\*\*ALSO ADMITTED IN NC

# MAHSHIE & DECOSTA

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Orlando, Florida 328  
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[www.md-lawfirm.com](http://www.md-lawfirm.com)

January 18, 2022

Florida Department of State  
Division of Corporations  
2415 N Monroe St Suite 810,  
Tallahassee, FL 32303  
Attn: Agnus Lunt

**RE: Application for Reinstatement and Reincorporation of  
Legislatively or Judicially Chartered Not for Profit  
Corporation//Charlotte County Fair Association, Inc.**

Ms. Lunt,

Thank you for your assistance with the above referenced matter. Enclosed please find the following:

1. One original signed original of the Application for Reinstatement and Reincorporation of Legislatively or Judicially Chartered Not for Profit Corporation for the Charlotte County Fair Association, Inc., including the attached Second Amended Decree of Incorporation and Articles of Incorporation for the entity.
2. One copy of the above referenced application and documents.
3. Charlotte County Fair Association check #2782 in the amount of \$1,885.50 for the filing fee (\$35.00), Registered Agent fee (\$35.00), Annual Reports (\$61.25 per year from 1993 to present, or 29 years), Certified Copy (\$18.75 for 14 pages) and Certificate of Status (\$8.75).

Please confirm receipt and advise whether anything else is needed to process the application.  
Thank you.

Sincerely,  
*/s/ Elias M. Mahshie, Esq.*  
Elias M. Mahshie, Esq.

FILED  
2022 JAN 19 PM 3:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** CHARLOTTE COUNTY FAIR ASSOCIATION, INC.  
PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX

Enclosed is an original and one (1) copy of Reinstatement/Reincorporation and a check for:

### FEES:

Filing Fee	\$35.00
Registered Agent	\$35.00
Annual Reports for 1993 through present year	\$61.25 per calendar year

### OPTIONAL:

Certified Copy \$8.75 (plus \$1 per page over 8, not to exceed a maximum of \$52.50)  
Certificate of Status \$8.75

ELIAS M. MAHSHIE C/O MAHSHIE & DECOSTA, P.A.

Name (Printed or typed)

407 E. MARION AVE., SUITE 101

Address

PUNTA GORDA, FL 33950

City, State & Zip

941-639-7627

Daytime Telephone number

ELIAS@MD-LAWFIRM.COM

E-mail address: (to be used for future annual report notification)

FILED  
2022 JAN 19 PM 3:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**APPLICATION FOR REINSTATEMENT AND REINCORPORATION OF  
LEGISLATIVELY OR JUDICIALLY CHARTERED NOT FOR PROFIT  
CORPORATION**

IN COMPLIANCE WITH s. 617.1623(1)(d), FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REINSTATE AND REINCORPORATE A NOT FOR PROFIT LEGISLATIVELY OR JUDICIALLY CHARTERED CORPORATION WHICH WAS DISSOLVED ON JULY 2, 1992, PURSUANT TO s. 617.1623(1)(c):

1. CHARLOTTE COUNTY FAIR ASSOCIATION, INC.  
Name of corporation exactly as it appears in legislative or judicial charter.

2. 2333 EL JOBEAN RD., PORT CHARLOTTE, FL 33948  
Street address of the principal office of the corporation.  
(This address will be used for the mailing of corporation annual reports)

3. OCTOBER 17, 1990  
Date of legislative or judicial incorporation

4. FEI Number 6 5 - 0 1 1 4 9 0 7 ☐ FEI Number applied for  
☐ FEI Number not required

5. Name, address and title of current officers and/or directors:  
(use additional page if necessary)

Title	Name	Street Address	City/State/Zip
EXEC DIR	KAMAL S. MAHSHIE	2333 EL JOBEAN RD,	PORT CHARLOTTE, FL 33948
PRES	WILLIAM TAYLOR	2333 EL JOBEAN RD,	PORT CHARLOTTE, FL 33948
1ST VP	LISA GAYLORD	2333 EL JOBEAN RD,	PORT CHARLOTTE, FL 33948
2ND VP	JAMES SHIPMAN	2333 EL JOBEAN RD,	PORT CHARLOTTE, FL 33948
SEC	JACKIE ANDREWS/TRES JOHN MAHSHIE	2333 EL JOBEAN RD,	PORT CHARLOTTE

6. Attached is a copy of the judicial charter and all amendments thereto certified by the Circuit Court of the county wherein recorded or a copy of the chartering law certified by the Department of State, Division of Elections as to legislative charters and completed Certificate of Reincorporation.

Kamal Mahshie  
Authorized Signature

KAMAL S. MAHSHIE, EXECUTIVE DIRECTOR  
Name and capacity of person signing application  
(see S. 617.10201(6))

FILED  
2022 JAN 19 PM 3:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# CERTIFICATE OF REINCORPORATION

Pursuant to s. 617.0901, Florida Statutes, this certificate of reincorporation was duly authorized by a meeting of its members regularly called or by a meeting of its board of directors if there were no members entitled to vote on the reincorporation:

## **ARTICLE I NAME**

The name of the corporation shall be:

CHARLOTTE COUNTY FAIR ASSOCIATION, INC.

## **ARTICLE II PRINCIPAL OFFICE**

The principal place of business and the mailing address of this corporation shall be:

2333 EL JOBEAN RD, PORT CHARLOTTE, FL 33948

## **ARTICLE III PURPOSE**

The specific purpose for which the corporation is organized:

SEE ARTICLE II (A) - (L) OF ATTACHED AMENDED CERTIFICATE OF INCORPORATION OF CHARLOTTE COUNTY FAIR ASSOCIATION, INC.

## **ARTICLE IV MANNER OF ELECTION**

The manner in which the directors are elected or appointed:

PURSUANT TO THE ARTICLES OF INCORPORATION AND BYLAWS FOR CHARLOTTE COUNTY FAIR ASSOCIATION, INC.

## **ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent is:

ELIAS M. MAHSHIE C/O MAHSHIE & DECOSTA, P.A.

407 E. MARION AVE., SUITE 101

PUNTA GORDA, FL 33950

## **ARTICLE VI INCORPORATOR**

The name and address of the Incorporator is:

KAMAL S. MAHSHIE, EXECUTIVE DIRECTOR, CHARLOTTE COUNTY FAIR ASSOCIATION, INC.

\*\*\*\*\*

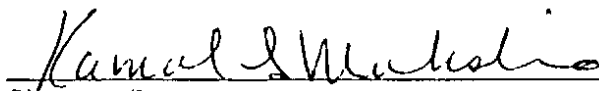
*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*



Signature/Registered Agent

1/18/2022

Date



Signature/Incorporator

1/18/2022

Date

FILED  
2022 JAN 19 PM 3:16  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

IN THE CIRCUIT COURT OF THE TWENTIETH JUDICIAL CIRCUIT IN AND FOR  
CHARLOTTE COUNTY, FLORIDA CIVIL ACTION

IN RE: PETITION FOR AMENDED DECREE  
OF INCORPORATION OF CHARLOTTE  
COUNTY FAIR ASSOCIATION, INC. CASE NO. 89-165-CA-JHS

Petitioner. 9/17/90

SECOND AMENDED DECREE OF INCORPORATION

This matter was brought before the Court upon the Petition for Amended Decree of Incorporation of the CHARLOTTE COUNTY FAIR ASSOCIATION, INC. On the evidence presented, the Court finds the proposed Amended Certificate of Incorporation to be in proper form and so sworn to and for an object authorized by Chapter 616 of the Florida Statutes (1988) and that the Petitioner has complied with the requirements of said chapter necessary, it is hereby

ORDERED AND ADJUDGED that the Certificate of Incorporation of the CHARLOTTE COUNTY FAIR ASSOCIATION, INC. is hereby amended as shown in the Amended Certificate of Incorporation, a copy of which is attached hereto and incorporated herein.

DONE AND ORDERED in Chambers, Charlotte County Courthouse, Punta Gorda, Florida, this 17<sup>th</sup> day of October, 1990.

  
DONALD E. PELLECHIA, CIRCUIT JUDGE

★ CIVIL #30 -//  
NR

KEYED - KKH

RECORDED  
INDEXED  
BY SW

Barbara T. Scott, Clerk of the Circuit Court - Charlotte County  
File Number: 208826  
Recorded: 01-13-93 04:35 P.M.  
OR BOOK 1257  
PAGE 2196

Record Verified: JAY SHERIDAN, S.C.

me

**AMENDED CERTIFICATE OF INCORPORATION  
OF  
CHARLOTTE COUNTY FAIR ASSOCIATION, INC.**

We, the undersigned incorporators, hereby associate ourselves together and make, subscribe, and acknowledge this Amended Certificate of Incorporation.

**ARTICLE I. NAME**

The name of this corporation shall be Charlotte County Fair Association, Inc. and its principal office is located at 1193 Enterprise Dr. A-6, Port Charlotte, Florida. The Board of Directors may from time to time move the principal office to any other address in Charlotte County.

**ARTICLE II. PURPOSE**

The general nature of this corporation's objects and power shall be:

(a) The sole purpose of this incorporation is to conduct and operate public fairs or expositions for the benefit and development of the educational, agricultural, horticultural, livestock and other resources of the state or any county or counties of the state.

(b) It is intended that this corporation qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code or any corresponding Section of any future federal tax code.

(c) To buy, lease, acquire and occupy lands and to erect buildings and improvements of all kinds thereon and to develop same and to sell, mortgage, lease or convey said property or any part thereof, in its discretion from time to time, and to sell or rent spaces for exhibitions or other privileges.

(d) To hold, conduct and maintain Midways, also to conduct and operate public fairs for handicraft and educational projects.

(e) To charge and receive reasonable compensation for admissions to such fairs or expositions.

(f) To conduct and hold public meetings, to supervise and conduct lectures and all kinds of demonstration work in connection with, or for the improvement of, home demonstration, agricultural or horticultural work and matters connected therewith.

(g) To hold exhibits of home demonstrations, agricultural and horticultural products and to give certificates of diplomas of excellence.

(h) To do, perform and carry out all matters, acts and business, usual or proper in connection with fairs and expositions as defined in Chapter 616 of the Florida Statutes.

(i) To do any and all things permitted corporations not for profit and permitted to be done under the laws of the State of Florida.

(j) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons, except that the



corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

(k) No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

(l) Any other provisions of these articles notwithstanding, the corporation shall not carry on any other activities not permitted to be carried on 1) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or 2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code.

#### ARTICLE III. MEMBERSHIP

There shall be three (3) classifications of membership; regular membership, ex-officio membership and honorary membership.

Regular membership shall be construed as being those individuals who are the original charter members, then any other members so elected and added as additions or replacements. Subsequent to the original charter membership, applicants for regular membership shall be decided by the vote of the majority of the regular and ex-officio members present at a publicized

meeting for such purpose. To be eligible for regular membership an individual must be a resident of Charlotte County, a qualified elector of the County, and must have demonstrated genuine interest in service to his community and the county.

An agent of Charlotte County shall be a permanent regular member of this Fair Association.

Ex-Officio membership shall be membership extended to the President of the Charlotte Jaycees, the Chairman of the Board of Directors of the Charlotte Jaycees, and any Jaycee International Senators who express a desire to continue membership in such Association.

Honorary membership shall be construed to include those individuals in the community appointed by the President of this Association whose leadership and particular vocations would enable them to render valuable advice and direction to the Association. Such honorary members shall be an advisory board and shall not be vested with voting power in managing the affairs of the Association. Such individuals would include but not be limited to the following:

The Superintendent of Public Instruction for the County, the President of the Chamber of Commerce, Assistant County Agents and Agricultural Extension Agents, the local Legislators, the Mayor of the City of Punta Gorda, Chairman of the Board of County Commissioners.

The terms of the regular members shall be three (3) years. Termination of membership in all categories shall be automatic

upon resignation, expulsion for good cause (which shall be by a majority of the members of said Association at a meeting specifically called for such business, providing the member to be expelled has been notified by registered mail at least twenty (20) days in advance of such contemplated action), or the termination of the office under which a member is granted ex-officio or honorary membership into said Association.

#### ARTICLE IV. DURATION

The corporation shall have perpetual existence.

#### ARTICLE V. SUBSCRIBERS

The names and residences of the charter subscribers are as follows and each is a bona fide resident of Charlotte County, Florida.

Doug Tracy	Port Charlotte, Florida
Richard W. Kroesen	Port Charlotte, Florida
Pete Simone	Port Charlotte, Florida
Glenn Derrington	Punta Gorda, Florida
Mike Onushco	Port Charlotte, Florida
Stewart Vivian	Port Charlotte, Florida
Stan Kazwell, Jr.	Punta Gorda, Florida
Robert Hummer	Port Charlotte, Florida
Jeff Leonard	Port Charlotte, Florida
John Mahshie	Port Charlotte, Florida
Ed Thompson	Port Charlotte, Florida
Lorraine Young	Port Charlotte, Florida
C. Michael Relyea	Port Charlotte, Florida

Carol Simone	Port Charlotte, Florida
Richard Weingarten	Port Charlotte, Florida
Vince Vickers	Port Charlotte, Florida
Dion Callen	Port Charlotte, Florida
Kamal Mahshie	Port Charlotte, Florida
Phil Hassell	Port Charlotte, Florida
Barbara Scott	Port Charlotte, Florida
Fabien Eiben	Punta Gorda, Florida
Steve Truet	Port Charlotte, Florida
Evelyn Longo	Port Charlotte, Florida
Richard Bies	Port Charlotte, Florida
Barbara Hall	Port Charlotte, Florida
Norm Engel	Port Charlotte, Florida
Charles Gibbs	Port Charlotte, Florida
Linda Keep	Port Charlotte, Florida

#### ARTICLE VI. OFFICERS AND DIRECTORS

The affairs of this corporation shall be managed by a President, as many Vice-Presidents as are needed for proper implementation of the corporation, a Treasurer, a Secretary, a Board of Directors of not less than twenty nor more than fifty members, and by such other officers and agents as may be elected or appointed from time to time. The annual meeting of the members of this corporation shall be held within the boundaries of Charlotte County, Florida, on the first Monday after the first Thursday in July, beginning in July, A.D. 1989. The members shall elect an Executive Board of Directors at each annual

meeting to hold office for the ensuing year, and the Executive Board of Directors as elected shall hold a meeting as soon thereafter as possible and shall elect at such meeting the officers of this corporation who shall hold office for the ensuing year. The Executive Board of Directors shall have the power to appoint an executive committee, which shall have all the powers usual to such committees. All officers shall continue in office until their successors have been elected and have assumed office. In case any office of this corporation becomes vacant, the Executive Board of Directors shall fill such vacancy for the remainder of the unexpired term.

#### ARTICLE VII. MANAGEMENT OF AFFAIRS

The affairs of the corporation shall be directed by the president, first vice president, second vice president, secretary and treasurer pursuant to these articles and the duly adopted bylaws.

#### ARTICLE VIII. BYLAWS

The bylaws of this corporation will be enacted by the first Executive Board of Directors elected and thereafter the bylaws shall be altered or rescinded only by a 2/3 vote of the registered voting members at the time of the vote.

#### ARTICLE IX. DEBT

The highest amount of indebtedness or liability to which this corporation may at any time subject itself is \$10,000,000.00.

**ARTICLE X. DISSOLUTION**

Unless otherwise provided in state statute, upon the dissolution of the corporation, assets shall be distributed to one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or a corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for a public purpose, and any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation has been located exclusively for such purposes or to such organization or organizations as said Court shall determine are organized and operated exclusively for such purposes.

Florida Statute provides that upon the dissolution of the corporation all money and property of such association shall, except for the payment of its just debts and liabilities, be and remain perpetually public property. Any public funds or property remaining in the Association when the said corporation is dissolved shall be distributed by resolution of the Board of Directors and upon order of the Circuit Judge to any county, or city within the county, and may provide in the distribution resolution the public project for which the funds shall be used or the use to which the property shall be put provided, however, that where property has been contributed by a city or county that property shall be reconveyed to the city or county making the contribution of said property.

CHARLOTTE COUNTY FAIR ASSOCIATION

P. Luione  
First Witness  
Barbara M. Casale  
Second Witness  
P. Luione  
First Witness  
Barbara M. Casale  
Second Witness  
P. Luione  
First Witness  
Barbara M. Casale  
Second Witness

John S. Mahshie  
President  
Lavern H. Outlaw  
First Vice President  
Evelyn Longo  
Secretary

STATE OF FLORIDA  
COUNTY OF CHARLOTTE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared John S. Mahshie, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 6th day of September, 1990.

My commission expires:

James J. Parker  
Notary Public/State of Florida

(AFFIX SEAL)

STATE OF FLORIDA  
COUNTY OF CHARLOTTE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Lavern H. Outlaw, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 6th day of September, 1990.

My commission expires:

NOTARY PUBLIC, STATE OF FLORIDA  
MY COMMISSION EXPIRES: SEPT. 5, 1992.  
BONDED THRU NOTARY PUBLIC UNDERWRITERS

Glenn J. Parker  
Notary Public/State of Florida

(AFFIX SEAL)

STATE OF FLORIDA  
COUNTY OF CHARLOTTE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Evelyn Longo, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 6th day of September, 1990.

My commission expires:

NOTARY PUBLIC, STATE OF FLORIDA

Glenn J. Parker  
Notary Public/State of Florida

(AFFIX SEAL)



## REINSTATEMENT/REINCORPORATION

### Reinstatement and Reincorporation Requirements:

- a. Copy of Articles and all amendments certified by the clerk of the circuit court.
- b. Application for Reinstatement and Reincorporation (completed).
- c. Certificate of Reincorporation and registered agent designation & acceptance (completed).
- d. Fees (as shown below).

### **NOTE:**

"Reinstatement/Reincorporation" is for not for profit corporations that were legislatively or judicially created prior to September 1, 1959, and have never been reflected on the records of the Division of Corporations. These corporations were dissolved by operation of law (s.617.1623(1), F.S.) on July 2, 1992. Reincorporation allows for the future filing of annual reports, amendments, and any other corporate documents. The corporation, once reinstated, shall then be entitled to all privileges and powers as if originally incorporated under Chapter 617, F.S.

\*\*\*\*\*

### **FEES:**

Filing Fee	\$35.00
Registered Agent	\$35.00
Annual Reports	\$61.25 per year from 1993 to present.

### **OPTIONAL:**

Certified Copy \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50).  
Certificate of Status \$8.75

Make checks payable to Florida Department of State and mail to:  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314